

EXHIBIT B

IN RE: W.R. GRACE & CO., ET AL.,
REVISED BAR DATE NOTICE PLAN

This revised bar date notice plan ("Notice Plan") is submitted in connection with *In re: W.R. Grace & Co., et al.*, Chapter 11, Case No. 01-01139 (JJF) in the United States Bankruptcy Court, District of Delaware.

The Notice Plan consists of a notice program targeted to persons and entities that may have claims against W.R. Grace & Company, its predecessors, subsidiaries, and other related entities ("Grace"):

- Holders and potential holders of Asbestos Personal Injury Claims (as such term is defined in the attached Reply, hereinafter, "PI Claimants") in the United States, its territories, its commonwealths, and countries outside the United States where Grace products may have been shipped.
- Holders of Settled Asbestos Claims (as such term is defined in the attached Reply, hereinafter, "Settled Claimants") in the United States, its territories, and its commonwealths.
- Holders and potential holders of Asbestos Property Damage Claims (as such term is defined in the attached Reply, hereinafter, "Property Claimants") in the United States, its territories, and its commonwealths, Canada, and other countries outside the United States where Grace products may have been shipped.
- Holders and potential holders of Zonolite Attic Insulation Claims (as such term is defined in the attached Reply, hereinafter, "ZAI Claimants") in the United States, its territories, its commonwealths, and Canada.
- Holders of Non-Asbestos Claims (as such term is defined in the attached Reply, hereinafter, "Other Claimants").

The purpose of the Notice Plan is to outline procedures to provide fair and adequate notice to the PI Claimants, Settled Claimants, Property Claimants, ZAI Claimants, and Other Claimants of the Bar Date (as defined in the attached Reply).

BAR DATE NOTICE PLAN

The Notice Plan is constructed to provide adequate notice to PI Claimants, Settled Claimants, Property Claimants, ZAI Claimants, and Other Claimants.

The plan is consistent with notice programs Kinsella Communications, Ltd. ("Kinsella") designed and implemented in other asbestos bankruptcies and class actions, as well as consumer class actions, all of which have met with court approval.

In developing the Notice Plan, Kinsella relied on information provided by Grace and its experts, on research previously conducted in other asbestos litigation, and on its experience in designing and executing similar plans.

NOTICE IMPERATIVES

The notice program employs four primary methods in providing notice:

- Direct notice by mail to all counsel of record for identifiable PI Claimants, Settled Claimants, Property Claimants, ZAI Claimants, and Other Claimants and the Claimants themselves whose addresses are known by Grace or provided to Grace by counsel.
- Broad national published notice through the use of national paid and earned media vehicles.
- National published notice through trade and professional publications.
- Direct notice by mail to third parties (publications or organizations) that are likely to have contact with various Claimants.

The proposed Notice Plan takes into consideration information provided by Grace as well as research conducted by Kinsella as follows:

- The asbestos-related business and products of Grace.
- The demographics¹ of PI Claimants, Settled Claimants, Property Claimants, and ZAI Claimants - age, gender, occupation, and the like.
- The media vehicles through which PI Claimants, Settled Claimants, Property Claimants, and ZAI Claimants normally receive information.
- The possible geographic concentration of PI Claimants based on identifiable areas where Grace and its subsidiaries may have mined vermiculite, manufactured or distributed vermiculite or asbestos-containing products, and operated expanding plants.
- Third-party organizations that may have contact with PI Claimants including occupationally related trade or professional associations and organizations whose membership may include individuals with asbestos personal injuries.
- Trade publications that serve industries in which occupational asbestos exposure was likely.

¹ Due to the demographic diversity of Other Claimants, demographic profiles for these claimants cannot be determined.

In re: W.R. Grace & Co., et al., Chapter 11, Case No. 01-01139 (JJF)

- Consumer publications targeted to "do-it-yourself" homeowners.
- Trade publications likely to be read by owners, administrators, and managers of commercial, residential or public buildings.

METHODOLOGY

In developing the Notice Plan, Kinsella used information provided by the Debtors relating to their asbestos business and asbestos claims history. This information was provided in the form of:

- An extensive briefing by in-house counsel to the Debtors and by Grace counsel and staff regarding the asbestos history of Grace.
- Statistics regarding age of PI Claimants.
- Information on Grace's vermiculite and asbestos-containing products.
- Information on the location of Grace's mines and expanding plants.
- Claims filings by jurisdiction for Grace.
- Distribution and sales information by state for MK-3 from sales records.
- Other general information relating to the asbestos and vermiculite product history of Grace.

In addition to the above, Kinsella relied on research previously conducted in other asbestos-related cases with respect to the history of asbestos usage in the United States; occupations most likely to have asbestos exposure; types and usage of asbestos products; types of asbestos health injuries; and the like.

For purposes of designing the paid media segment of the Notice Plan, Kinsella selected demographics that encompass the characteristics of the target audiences. Media vehicles were then analyzed and selected for their strength and efficiency in reaching the demographic targets.

For purposes of developing profiles of the demographics and media habits of PI Claimants, Settled Claimants, Property Claimants, and ZAI Claimants, Kinsella analyzed syndicated data available from the 2000 Doublebase Survey² from MediaMark Research, Inc. ("MRI"). MRI is a nationally accredited media and marketing research firm that provides syndicated data on audience size, composition, and other relevant factors pertaining to major media including broadcast, magazines, newspapers, and outdoor

² MRI produces an annual Doublebase, a study of 50,000+ adults consisting of two full years of data. The MediaMark sample consists of 26,000+ respondents. Fieldwork is done in two waves per year, each lasting six months and consisting of 13,000 interviews. At the end of the interview, the fieldworker presents a self-administered questionnaire that measures approximately 500 product/service categories, 6,000 brands, and various lifestyle activities. Resulting data is weighted to reflect the probabilities of selection inherent in the sample design and then balanced so that major study demographics match the most recent independent estimates.

In re: W.R. Grace & Co., et al., Chapter 11, Case No. 01-01139 (JJF)

advertising. MRI provides a single-source measurement of major media, products, services, and in-depth consumer demographic and lifestyle/psychographic characteristics.

Kinsella analyzed the historical, industrial, demographic, and geographic information cited above to provide direction for the media planning.

In re: W.R. Grace & Co., et al., Chapter 11, Case No. 01-01139 (JJF)

RELEVANT MANUFACTURING HISTORY

Based on information cited above, provided by Grace for the purpose of developing this Notice Plan, the following chronological outline has been constructed regarding the relevant manufacturing history of Grace. This information is not intended to be the basis for any admission of liability. It is solely to assist in the notification of persons in specific occupational fields and geographic locations about the types of asbestos-containing products produced and distributed by Grace and the time periods and locations where exposure may have occurred.

W.R. Grace & Co. entered into the vermiculite business through its 1963 acquisition of the assets of the Zonolite Company. The Zonolite Company's assets included the world's largest vermiculite mine and mill in Libby, Montana, another mine and mill in South Carolina and various manufacturing (expanding) plants. Vermiculite is a mica-like mineral that expands after heating. Commercial sales of expanded vermiculite were incorporated into a variety of plaster, cement and concrete products to improve insulating, acoustical and fireproofing performance. Vermiculite ore may contain naturally occurring asbestos.

In 1959, Zonolite introduced Mono-Kote 3 (MK-3), an asbestos-containing, wet, spray-on fireproofing plaster used to provide fire protection for the steel beams of large commercial structures, predominately high-rise buildings. By the 1970s, Grace became the dominant company in structural fireproofing business. Grace introduced MK-4 in 1970 and MK-5 in 1972. Neither of these products contained commercially added asbestos. In 1973, Grace ceased selling MK-3 and replaced it with MK-5.

One of the commercial products made from Grace's processed vermiculite was Zonolite Attic Insulation ("ZAP"), a loose-fill vermiculite used as insulation in attics. This product was sold from the 1920s or 1930s to 1984 and may have been marketed by other companies under private labels³.

In addition to the Libby Mine, Zonolite also operated mines in Enoree and Tigerville, South Carolina. The Enoree Mine has been operating since 1956. The Tigerville Mine started in 1946 and closed in 1956. In 1990, Grace closed the Libby, Montana Mine, which had been in operation since 1922.

Grace also operated entities in Canada including nine expanding plants in six provinces and six sales offices or warehouses in four of the same provinces.

For certain periods of time, in addition to Mono-Kote 3, Grace manufactured products containing commercially added asbestos. A list of the brand names under which Grace

³ Loose-fill vermiculite attic insulation produced by Grace was also provided to other companies primarily in the New England area believed to be Wickes Inc., Lumbermen's Mercantile Buyers Corporation, and Carter, which marketed the insulation under their private labels.

manufactured or distributed these products include, but may not be limited to the following:

- Ari-Zonolite Board Texture (1961-1964); Ari-Zonolite Natural; Ari-Zonolite Oyster White; Ari-Zonolite Nu-White
- Econo-White 65 and Econo-White 70 -- Econo - White Acoustical Texture; Econo - White Super White
- Hi-Sorb Acoustical Plaster (1966-1973) -- XX White Hi-Sorb; Oyster White Hi-Sorb
- Perlcoustic (1966-1973)
- Perltex Spray Surfaces (19??-1973) -- PlasterTex; Perltex Super-40 Spray Surfacers; Perltex Super-40; Gun Coat Spray Surfacers
- Perltex Super - 40 Fog (19??-1973) -- Perltex Fog (Prior to 1968)
- Perltex Super - 40 Perltex (19??-1973) -- Perltex Perlite; Super - 40 Perlite
- Perltex Super - 40 Polycoarse -- Perltex Polycoarse (Prior to 1988)
- Perltex Super - 40 SAV (19??-1973) -- Perltex SAV; Super - 40 SAV
- Prep-Coat #3; Prep-Coat #5
- Satin White
- Spra-Wyt
 - a/k/a Spra-Wyt Finish
 - Spra-Wyt Acoustical
 - Spra-Wyt Acoustical Finish
- Vermiculite Acoustical Plaster; Vermiculite Acoustical Plastic
- Versakote -- Prep Coat #4
- Z-Tex (1958-1962) -- EX-Tex; Z-Tex 2; Z-Tex 2 Super White
- Zono-Cooustic (1960-1973) -- Zono-Cooustic 1; Zonocooustic 2; Zonocooustic 3, Zonocooustic Type Z; and Zonocooustic (MK2)
- Zonolite Acoustical Plaster (1945-1972) -- Zonolite Acoustical Plastic; Zonolite Board of Education Texture (1962-1963) -- Board of Education Hard Texture
- Zonolite Finish Coat (1956-1970) -- Decorator's White
- Zonolite Finish Coat (1961-1973) -- Decorator's White Extra Hard
- Zonolite Finishing Cement
- Zonolite High Temperature Insulating Cement (1938-1971) -- Hi Temp Insulating Cement; Zonolite Hi-Temperature Cement; Zonolite High Temperature Cement
- Zonolite Mono-Kote (MK-1) (1958-1962) -- Mono-Kote (generic name)
- Zonolite Mono-Kote 3 (MK-3) 1959-1973 -- Mono-Kote (generic name)
- Zonolite Spra-Insulation (1959-1973) -- Mono-Kote (MK-2)
- Zonolite Spra-Tex - Regular (1955-1972) -- Zonolite Spra-Tex EH
- Zonolite Spra-Tex - Extra Hard (1961-1972)

Historically, the asbestos-related claims filed against Grace have been:

- Bodily injury claims alleging health effects from exposure to Grace's asbestos-containing products, such as MK-3.
- Claims alleging bodily injury from asbestos in connection with the mining and processing of vermiculite from the Libby, Montana Mine.
- Property damage claims seeking, among other things, payment for the cost of removing or containing asbestos-containing products in commercial and public buildings.

Of the approximately 328,000 bodily injury claims filed against Grace, the vast majority of claims allege exposure to MK-3. To date, 216 bodily injury claims have been filed arising from the Libby Mine. 379 property damage lawsuits covering thousands of buildings have been filed with the majority of these suits prior to 1990. The number of claims relating to other products is negligible. With respect to ZAI, a number of state and national class actions alleging property damage have been filed recently, with a statewide class certified in one of these actions.

TARGET AUDIENCES

Since all media is purchased based on demographics, it is important to determine age, gender, and other demographic characteristics in order to design a media-based notice program to adequately reach all Bar Date Claimants. The demographic characteristics of the PI Claimants, Settled Claimants, Property Claimants, and ZAI Claimants follow.

DEMOGRAPHICS OF HOLDERS OF ASBESTOS PERSONAL INJURY CLAIMS

Age and Gender

PI Claimants include individuals who allege personal injuries or damages related to exposure to asbestos-containing products manufactured by Grace or exposure to vermiculite mined, milled, or processed by Grace.

Historically, men who were occupationally exposed to asbestos over a protracted period of time during the 1930s until the mid-1970s filed the vast majority of asbestos claims. Latency periods for asbestos-related diseases differ and can extend for decades after exposure. The latency period for asbestosis is a minimum of approximately 15 years with an average of approximately 20 to 25 years. Pleural and peritoneal mesothelioma have a minimum latency period of approximately 20 years with an average of approximately 30 to 40 years. Therefore, it is difficult to pinpoint when an exposure will result in an illness, or even if an exposure will result in illness.

The majority of claims data for PI Claimants does not contain a date of birth. Of the ten percent of claims that did have data, the following indicates age distribution:

CLAIMS	Under 35	35-44	45-54	55-64	65+
31,997	46	262	3,200	8,147	20,342
100%	0.14%	0.81%	10.00%	25.46%	63.57%

Although the age data is limited, it is consistent with the age distribution for asbestos personal injury claimants in general.

Other factors in addition to claims data that Kinsella considered included the fact that substantial and extended exposure to asbestos is critical in the development of most asbestos-related diseases; latency periods differ for specific asbestos diseases; and there is an identifiable time during which Grace manufactured and distributed asbestos-containing products. In addition to occupationally exposed claimants, younger claimants including spouses and children must also be considered.

Occupations

Most asbestos personal injury claims that have been asserted against Grace have involved individuals alleging bystander exposure to MK-3 at construction worksites.

Occupations in which workers potentially worked with or around Grace asbestos-containing products at various times include, but are not limited to the following:

- Building maintenance workers (including custodians and building engineers).
- Construction workers (including, but not limited to, insulators, plumbers, drywallers, cement and masonry workers, carpenters, laborers and HVAC mechanics).
- Electricians.
- Plasterers (who applied MK-3).

Geographic Considerations

In developing the Notice Plan, consideration was given to identifiable areas where it was likely or possible that Grace had mined, produced, or processed vermiculite products. These geographic areas include:

- Locations of mines that produced vermiculite. (See Exhibit 1.)
- Locations of Grace expanding plants. (See Exhibit 2.)

DEMOGRAPHICS OF HOLDERS OF ASBESTOS PROPERTY DAMAGE CLAIMS

Holders of Asbestos Property Damage Claims include individuals or entities which allege, among other things, cost of removal damages, diminution of value or economic loss caused by asbestos in products manufactured by Grace or from vermiculite mined, milled, or processed by Grace. The demographic target, "Executives, Managers and Administrators," was selected for Property Claimants. This target includes individuals responsible for managing and/or administering commercial, residential, and public buildings.

Demographics	Exec/Mgr/Admin
Gender:	
Male	55.1%
Female	44.9%
Age:	
35+	75.8%
55+	13.4%
65+	2.1%
Education:	
Graduated High School	18.6%
Did Not Graduate High School	2.8%
Graduated/Attended College	78.7%
Household Income:	
Under \$19,999	1.0%
\$20,000 - \$29,999	3.1%
\$30,000+	96.0%
\$50,000+	82.8%
Race:	
White	89.7%
Black	6.5%

DEMOGRAPHICS OF POTENTIAL ZAI CLAIMANTS**Age and Gender**

It is believed that Zonolite Attic Insulation was installed nationally with installations more likely in the northern United States due to colder weather conditions. Zonolite was marketed from the 1920s or 1930s to 1984. While original installations of the product were primarily undertaken by “do-it-yourself” homeowners, there are likely to be many individuals who may not have installed Zonolite, but who own homes with the insulation.

Using MRI, Kinsella examined the demographics of “Homeowners,” which encompasses individuals who own homes with Zonolite Attic Insulation as indicated in the table below:

Demographics	Homeowner
Gender:	
Male	48.2%
Female	51.8%
Age:	
35+	77.0%
55+	33.3%
65+	19.8%
Education:	
Graduated High School	33.1%
Did Not Graduate High School	15.1%
Graduated/Attended College	51.8%
Household Income:	
Under \$19,999	12.6%
\$20,000 - \$29,999	11.2%
\$30,000+	76.2%
\$50,000+	53.1%
Race:	
White	87.6%
Black	8.6%

MEDIA TARGET AUDIENCES

In selecting the target audiences for purposes of buying and purchasing media, Kinsella examined the demographics of affected claimants using MRI data. The following outlines the target audiences selected:

- **Primary Target** – Men 65+, encompassing Asbestos Personal Injury Claimants and Settled Asbestos Claimants.
- **Secondary Target** – Adults 35+, encompassing homeowners, commercial, residential and public building owners or managers, and holders of Other Claims.

These age targets were selected because television is measured by age and gender only. However, some specific data can be extrapolated with respect to other demographics that allows appropriate programs to be selected. Consumer magazines, however, are measured by numerous demographics, which allow the specific measurement of such categories as homeowners or other demographic categories which would identify individuals as blue-collar workers. To the extent possible, these additional measurements are provided.

NOTICE TARGETS

There are a number of target audiences to which notice will be given:

- Counsel for identifiable PI Claimants and Settled Claimants and the Claimants themselves whose names and addresses are provided by counsel to Grace.
- PI Claimants within the general public who have a manifest asbestos disease but have not filed a claim.
- Residents of Libby, Montana.
- Counsel for identifiable Property Claimants and the Claimants themselves whose names and addresses are provided by counsel to Grace.
- Counsel for identifiable ZAI Claimants and the Claimants themselves whose names and addresses are provided by counsel to Grace.
- Property Claimants, ZAI Claimants, and Other Claimants within the general public who have not filed a claim.
- Occupationally related trade unions whose members may have had exposure to asbestos and asbestos-containing products in the workplace.
- Third-party organizations that have contact with current and potential PI Claimants and publications likely to be read by PI Claimants and asbestos plaintiffs' attorneys. Such organizations are trade, industrial, and professionally related.

DIRECT MAIL NOTICE

DIRECT NOTICE TO CLAIMANTS

The Bar Date Notice Package, consisting of the Bar Date Notice For All Claims, the Bar Date Order, the Notice to Attorneys and Certification, where appropriate, and appropriate Proof of Claim Forms, will be mailed to:

- Counsel of record for all readily identifiable PI Claimants who have a pending asbestos-related claim, as well as PI Claimants themselves where such names and addresses have been supplied to Grace by counsel of record.
- Counsel of record for all readily identifiable Property Claimants with pending asbestos property damage claims, as well as Property Claimants themselves where such names and addresses have been supplied to Grace by counsel of record.
- Counsel of record for all readily identifiable ZAI Claimants with pending ZAI claims, as well as ZAI Claimants themselves where such names and addresses have been supplied to Grace by counsel of record.
- All residents of Libby, Montana.
- All identifiable persons and entities that hold Other Claims against Grace, including Grace's trade creditors and their counsel of record.
- All individuals who call the toll-free telephone number or write and request a copy of the Bar Date Notice Package from the Official Claims Agent as a result of seeing the notice in the media.

Individuals with access to the Internet can download copies of the Bar Date Notice Package directly from the Grace Chapter 11 web site.

DIRECT NOTICE TO THIRD-PARTIES

The Bar Date Notice Package, including a press release and a cover letter (See Exhibit 3.) requesting cooperation in notifying clients or members of the Bar Date, will be sent to the following third-parties:

- 13 organizations and publications whose constituency or readership may include individuals exposed to asbestos-containing products. Organizations serving the insulation, asbestos abatement, power, construction, utility, and other relevant industries or constituencies are targeted. (See Exhibit 4.)
- Key union officials in trade unions whose membership has been identified as having occupational exposure to asbestos-containing products. (See Exhibit 5.) In addition to the Bar Date Notice Package and cover letter, the chief executive officers of the following unions will receive camera-ready notice materials for use in their union publication (See Exhibit 6.):
 - International Association of Heat & Frost Insulators and Asbestos Workers
 - The International Association of Bridge, Structural, Ornamental and Reinforcing Ironworkers (IABSORIW)
 - International Brotherhood of Electrical Workers
 - International Brotherhood of Painters and Allied Trade
 - International Union of Bricklayers and Allied Craftsmen
 - International Union of Operating Engineers (IUOE)
 - Laborers' International Union of North America
 - Operative Plasterers' and Cement Masons' International Association of the United States and Canada
 - Sheet Metal Workers' International Association
 - United Association of Journeymen and Apprentices of the Plumbing and Pipe Fitting Industry of the United States & Canada
 - United Brotherhood of Carpenters and Joiners of America
- 7 consumer publications directed to "do-it-yourself" homeowners (Exhibit 7.).

U.S. NATIONAL PAID ADVERTISING

The core of the notice program is paid media, which includes television as the primary notice vehicle, supported by national newspaper supplements, national consumer magazines, and newspapers targeted to key areas selected on the geographic criteria previously cited.

An analysis of the media habits of the primary target, Men 65+ who are blue-collar workers, indicates that they are heavy television watchers in the dayparts⁴ selected for airing television spots. In addition, they are moderately heavy newspaper readers and moderate magazine readers. Homeowners have moderate consumption across all media with high consumption of newspapers. Executives, Managers and Administrators are heavy consumers of magazines and newspapers and lighter consumers of television.

For purposes of evaluating the strength and efficiency of the media, the selected media were measured against the demographic targets to establish the *reach*⁵ of the media program and the *frequency*⁶ of exposure to the media vehicles.

TV

The television buy will consist of network broadcast and national cable television directed to Men 65+ and Adults 35+. A thirty-second spot will be aired over a two week time period.

The television spot is designed to provide both audio and visual information to alert individuals that they may be potential claimants in the bankruptcy and that they should seek further information through the toll-free number or web site to determine their status as a claimant and procedures to file a claim. (See Exhibit 8.)

The media buy will deliver:

- **314 Targeted Rating Points to Men 65+ and 210 Targeted Rating Points to Adults 35+.**

Each target rating point represents impressions equal to 1% of the target population. Targeted rating points are the sum of the ratings for all the spots in the schedule, including duplication.

⁴ Daypart is a part of the broadcast day, so designated for analytical purposes. In TV, the dayparts are usually daytime (morning and afternoon), early fringe, prime time and late fringe.

⁵ Reach is the estimated percentage of a target audience reached through a specific media vehicle or combination of media vehicles.

⁶ Frequency is the estimated average number of times an audience is exposed to an advertising vehicle carrying the message.

In re: W.R. Grace & Co., et al., Chapter 11, Case No. 01-01139 (JIF)

- **40,883,000 Gross Impressions to Men 65+ and 269,723,000 Gross Impressions to Adults 35+.**

Gross Impressions are the total number of times a media vehicle containing the notice is seen. It is a duplicated figure, as some viewers will see several television programs containing the notice.

The television schedule alone delivers the following reach and frequency measurements:

- The estimated unduplicated reach⁷ of Men 65+ is 80.0% with an estimated average of 3.9 opportunities to see the notice.
- The estimated unduplicated reach of Adults 35+ is 70.7% with an estimated average of 3.0 opportunities to see the notice.

The daypart mix or times of the day selected for airing the spots were chosen to reach both target audiences with emphasis on Men 65 +.

Dayparts	Men 65+ TRPs	Adults 35+ TRPs
Early Morning News, 6 - 9 AM	71	50
Early News, 5:30 - 6 PM	120	70
Prime Monday - Saturday, 8 - 11 PM Prime Sunday, 7 - 11 PM	41	35
Prime Cable	44	35
Sports	38	20

⁷ The TV reach is based on Nielsen Media Research estimates of populations in TV Households.

PRINT

Magazines and newspaper supplements were analyzed for their composition⁸ and coverage⁹ of Men 65+ and Adults 35+. These publications were also examined for the reach of two other demographics, which encompass claimants -- Homeowners, and Executives, Managers and Administrators. The former category includes individuals who may own homes with Zonolite Attic Insulation. The latter category includes individuals who are most likely to be responsible for commercial, residential, and public buildings. The publications were selected for high reach among Men 65+ in blue-collar occupations as well as for high reach among Adults 35+.

The Summary Bar Date Notice (See Exhibit 9.), designed as a black & white advertisement, will be placed in the following publications:

Newspaper Supplements

- A standard magazine size ad (6-3/4"x10-3/4") will be placed twice in *Parade* magazine. The readership of *Parade* among Men 65+ is 6,151,000; the readership among Adults 35+ is 58,537,000; the readership among Executives, Managers and Administrators is 9,941,000; and the readership among Homeowners is 61,908,000.
- An "M" unit ad (7"x11") will be placed once in *USA Weekend*. The readership of *USA Weekend* among Men 65+ is 3,819,000; the readership among Adults 35+ is 32,881,000; the readership among Executives, Managers and Administrators is 4,490,000; and the readership among Homeowners is 44,843,000.

Together, these two newspaper supplements are inserted into 898 newspapers reaching every major media market in the country. (See Exhibit 10.)

⁸ Percentage of target audience in readership.

⁹ Percentage of target audience reached.

Consumer Magazines

The consumer magazine schedule includes the following:

- A full-page ad will be placed once in *National Geographic*. The readership among Men 65+ is 2,416,000. The readership among Adults 35+ is 21,424,000; the readership among Executives, Managers and Administrators is 3,602,000; and the readership among Homeowners is 22,046,000.
- A full-page ad will be placed once in *Newsweek*. The readership among Men 65+ is 1,287,000; the readership among Adults 35+ is 13,224,000; the readership among Executives, Managers and Administrators is 2,892,000; and the readership among Homeowners is 13, 850,000.
- A full- and one-half-page ad will be placed once in *Reader's Digest*. The readership among Men 65+ is 4,003,000; the readership among Adults 35+ is 34,960,000; the readership among Executives, Managers and Administrators is 4,212,000; and the readership among Homeowners is 34,363,000.
- A full- and one-half-page ad will be placed once in *TV Guide*. The readership among Men 65+ is 1,543,000; the readership among Adults 35+ is 20,808,000; the readership among Executives, Managers and Administrators is 2,912,000; and the readership among Homeowners is 21,794,000.

The following table provides readership for the primary and secondary targets:

Publication	Ads	Circulation	Readership Men 65+	Readership Adults 35+
<i>National Geographic</i>	1	7,957,062	2,416,000	21,424,000
<i>Newsweek</i>	1	3,138,460	1,287,000	13,224,000
<i>Parade</i>	2	36,100,000	6,151,000	58,537,000
<i>Reader's Digest</i>	1	12,613,790	4,003,000	34,960,000
<i>TV Guide</i>	1	10,844,269	1,543,000	20,808,000
<i>USA Weekend</i>	1	23,500,000	3,819,000	32,881,000
TOTAL	7	94,153,581	19,219,000	181,834,000

In addition to the effective combined reach of the consumer magazines and newspaper supplements, other factors distinguished the selection of these individual publications (See Exhibit 11.):

- *Parade, USA Weekend, Reader's Digest, National Geographic, and TV Guide* are among the highest read publications in all target audiences.
- *Newsweek, National Geographic and Parade* index very high for readership by Executives, Managers and Administrators.
- *Parade, USA Weekend, Reader's Digest, and National Geographic* index very high for readership by Men 65+.
- *Newsweek, National Geographic, Parade, USA Weekend, Reader's Digest* index above average for Homeowner readership.

The consumer magazine and newspaper supplement schedule alone delivers the following reach and frequency measurements:

- The estimated unduplicated reach of Men 65+ is 81.8% with an estimated average of 2.3 opportunities to see the media notice.
- The estimated unduplicated reach of Adults 35+ is 81.4% with an estimated average of 2.2 opportunities to see the media notice.
- The estimated unduplicated reach of Homeowners is 81.8% with an estimated average of 2.2 opportunities to see the media notice.
- The estimated unduplicated reach of Executives, Managers and Administrators is 83.0% with an estimated average of 2.4 opportunities to see the media notice.

Newspapers

NATIONAL NEWSPAPERS

The Summary Bar Date Notice will be placed in national newspapers to reach primarily Property Claimants as well as Other Claimants who may consume this media.

The Summary Notice will be placed twice in a weekday edition of *The New York Times*, *The Wall Street Journal*, and *USA Today*.

- *The New York Times* has a circulation of 1,109,717 and a readership by adults of 2,847,000.
- *The Wall Street Journal* has a circulation of 1,924,622 and a readership by adults of 3,502,000.
- *USA Today* has a circulation of 2,116,778 and a readership by adults of 4,612,000.

LOCAL NEWSPAPERS

Kinsella selected local newspapers for targeted notice based on locations where Grace operated vermiculite mines and expanding plants.

- A quarter-page ad will be placed in the Sunday edition (or next highest circulating day if no Sunday edition is published) of 43 newspapers with a combined circulation of over 14 million. (See Exhibit 12.)

U.S. COMMONWEALTH AND TERRITORIES

In order to provide notice in the commonwealths and territories that are outside the continental United States, newspaper advertising was selected. Ads sized appropriately to take into consideration differing newspaper sizes and language translations will be placed once in newspapers in Guam, Puerto Rico, and in the U.S. Virgin Islands as outlined in the chart below:

U.S. TERRITORY/POSSESSION	NEWSPAPER	CIRCULATION
Guam	<i>Agana Pacific News</i>	25,022
Puerto Rico	<i>El Nuevo Dia</i>	165,907
Puerto Rico	<i>El Vocero</i>	194,039
Puerto Rico	<i>San Juan Star</i>	32,973
St. Croix (U.S. Virgin Islands)	<i>St. Croix Avis</i>	10,500
St. Thomas (U.S. Virgin Islands)	<i>St. Thomas News</i>	16,330

TRADE PUBLICATIONS

In addition to the notice provided through direct mail and national and local newspapers, available trade/professional publications, where identifiable, were selected to provide notice to Property Claimants.

A version of the Summary Notice (See Exhibit 13.) will be published in the following 25 publications (See Exhibit 14.):

- **College and University Publications**
 - Business Officer
 - Chronicle of Higher Education
 - College Planning & Management
 - Facilities Manager
 - University Business
- **Commercial Property Publications**
 - BOMA.org
 - Building Operating Management
 - Buildings
 - Commercial Property News
 - Commercial Realty Review
 - Facility Management Journal
 - Facility Manager
 - Journal of Property Management
 - National Real Estate Investor

- **Federal, State and Local Government Publications**

- County News
- Governing
- Government Executive
- Nation's Cities Weekly
- State Government News

- **Hospital Publications**

- A H A News
- FacilityCare
- Health Facilities Management

- **Hotels and Lodgings**

- Lodging

- **School Publications**

- School Board News
- The School Administrator

MEDIA DELIVERY

The media program, using broadcast television, national consumer magazines, newspaper supplements, and national and local newspapers, delivers in the aggregate the following reach and frequency of exposure measurements¹⁰:

- **The estimated unduplicated reach of Men 65+ is 96.9% with an estimated average of 5.3 opportunities to see the notice.** The total Gross Impressions are 70,410,230. This indicates that Men 65+ will have 70 million opportunities to see the notice.
- **The estimated unduplicated reach of Adults 35+ is 95.4% with an estimated average of 4.3 opportunities to see the media notice.** The total Gross Impressions are 553,066,740. This indicates that Adults 35+ will have 553 million opportunities to see the notice.

The reach estimates provided for television are calculated against the Nielsen Media Research estimates of population in TV homes. These estimates are 4-5% lower than the MRI population estimates used to calculate the print reach. MRI estimates include households without television whereas Nielsen estimates do not. In order to include print reach in the final measurements, reach calculations were converted to MRI population estimates.

Local newspaper has been incorporated using readership estimates for the 43 newspapers. The Newspaper Association of America reports the following readers-per-copy:

DEMOGRAPHICS	READERS-PER-COPY
Men 65+	0.191
Adults 35+	1.745

¹⁰ The media delivery does not include the reach of trade publications or newspapers outside the continental United States as they are not measured.

INTERNATIONAL ADVERTISING

Other than shipments to Canada, there is no indication through available records that the Debtors' asbestos-containing products were shipped outside the United States. A review of the vermiculite concentrate shipments outside North America indicates that very small quantities of the vermiculite ore were shipped to other countries from 1956 to 1984. In almost all instances, the records do not indicate a specific geographic location within each country to which the shipments were made. In addition, Grace sold some vermiculite products to various parties in the Persian Gulf region and Asia. These sales constituted no more than about 1% of Grace's vermiculite sales. Grace records indicate that workers installing Grace's vermiculite products for these projects were drawn from around the world. As a result, there is no possible way to provide notice to such claimants. International notice will therefore be directed to Canada only.

No international claims have been filed with the exception of claims from Canada.

Canada

W. R. Grace operated nine expanding plants in six provinces in Canada. Grace also maintained six sales offices or warehouses in four of the same provinces. (See Exhibit 15.)

The paid media notice program in Canada is directed to Property Damage Claimants and ZAI Claimants. As in the U. S., the advertising program is designed to reach these two claimant groups, Adult 35+ is the demographic target. The Canadian program includes national television, consumer magazines, and targeted newspapers.

TV

The television buy will consist of network broadcast television directed to Adults 35+. The thirty-second spot will be aired over a two week time period. (See Exhibit 16.)

The television spot is designed to provide both audio and visual information to alert individuals that they may be potential claimants in the bankruptcy and that they should seek further information through the toll-free number or web site to determine their status as a claimant and procedures to file a claim.

The media buy will deliver:

- **180 Targeted Rating Points to Adults 35+.**

Each targeted rating point represent impressions equal to 1% of the population. Targeted rating points are the sum of the ratings for all the spots in the schedule including duplication.

- **29,400.120 Gross Impressions to Adults 35+**

Gross Impressions are the total number of times a media vehicle containing the notice is seen. It is a duplicated figure, as some viewers will see several television programs containing the notice.

The daypart mix or times of the day selected for airing the spots were chosen to reach Adults 35+ as outlined in the chart below:

DayParts	TRPS – Adults 35+
Early Morning	36
Early News	18
Prime	54
Late News	18
Sports	54

The television schedule alone delivers the following reach and frequency measurements:

- The estimated unduplicated reach of Adults 35+ is 60.0% with an estimated average of 3.0 opportunities to see the notice.

PRINT

The Summary Notice, designed as a black & white advertisement, will be placed in the following publications (See Exhibit 17.):

Consumer Magazines

The consumer magazine schedule includes the following:

- A full- and one-half-page ad will be placed once in both the national English and French versions of *Reader's Digest* (*Selection du Reader's Digest*) with a combined circulation of 1,222,209. *Reader's Digest* has the largest circulation and audience of all magazines in Canada.
- A full-page ad will be placed once in both the English and French versions of *Chatelaine* with a combined circulation of 918,474.
- A full-page ad will be placed once in both the English and French versions of *Canadian Living* (*Coup de Ponce*) with a combined circulation of 720,206.
- A full-page ad will be placed once in *Canadian Geographic* with a circulation of 229,130.

Newspapers

To provide broad national coverage, the newspaper advertising will include ads in the two national newspapers and in the 36 largest circulating newspapers in 10 Provinces including the top metro markets as well as newspapers covering cities with Grace plants, warehouses, or sales offices. Multiple newspapers will be used in the largest markets to increase reach. These newspapers also include the four largest French language newspapers in Canada where approximately 20% of adults are French speaking. The ads placed in the following newspapers will be equivalent in size to a standard quarter-page U.S. ad and measure approximately 6" x 11" and placed on the highest circulation day:

PROVINCE	CITY	NEWSPAPER	CIRCULATION
National		National Post	332,288
		Globe & Mail	353,951
British Columbia	Vancouver	Sun	247,085
	Vancouver	Province	160,597
	Victoria	Times Colonist	76,431
	Prince George	Prince George Citizen	18,689
Alberta	Edmonton	Journal	163,373
	Calgary	Herald	130,488
	Edmonton	Sun	110,017
	Calgary	Sun	100,523
Saskatchewan	Saskatoon	Star Phoenix	70,128
	Regina	Leader Post	68,395
Manitoba	Winnipeg	Free Press	187,486
	Winnipeg	Sun	58,766
Ontario	Toronto	Star	702,595
	Toronto	Sun	400,717
	Ottawa	Citizen	185,384
	Hamilton	Spectator	127,539
	London	Free Press	125,623
	Windsor	Star	87,333
	Kitchener	Waterloo Record	85,043
	Ottawa	Sun	56,742
	St. Catharines	Standard	41,541
	Ottawa	La Droit (French)	40,645
	Thunder Bay	Chronicle-Journal	38,242
	Kingston	Whig Standard	34,577
Quebec	Montreal	Le Journal (French)	334,762
	Montreal	La Presse (French)	286,293
	Montreal	Gazette	188,144

In re: W.R. Grace & Co., et al., Chapter 11, Case No. 01-01139 (JJF)

	Quebec (city)	Le Soleil (French)	126,771
	Quebec (city)	Le Journal (French)	126,611
New Brunswick	Moncton	Times-Transcript	46,109
	Fredericton	Daily Gleaner	29,461
	Saint John	Telegraph Journal	23,730
Nova Scotia	Halifax	Chronicle	112,139
	Halifax	Daily News	33,977
Prince Edward Island	Charlottetown	Guardian	21,267
Newfoundland	St. John's	Telegram	57,811

CANADIAN MEDIA DELIVERY

The media program, using broadcast television, national consumer magazines, and national and local newspapers, delivers in the aggregate the following reach and frequency of exposure measurements:

- **The estimated unduplicated reach of Adults 35+ is 91.2% with an estimated average of 3.5 opportunities to see the media notice.** The total Gross Impressions are 52,920,216. This indicates that Adults 35+ will have 52 million opportunities to see the notice.

THE NATIONAL EARNED MEDIA PROGRAM

The purpose of the earned media portion of the notice program is to generate national and local broadcast coverage on television, radio, and cable as well as coverage in targeted daily newspapers. The earned media program will include the following elements:

NEWS RELEASE

- A press release will be sent to 2,000 newspapers, wire services, magazines, and broadcast points across the United States through PR News wire. The press release will provide essentially the same information as the Summary Notice. (See Exhibit 18.)
- A press release will also be sent to key reporters/editors at national media in the following subject areas:
 - Construction
 - Consumer Issues
 - Health, Healthcare
 - Labor
 - Legal

ON-LINE NOTICE

The Bar Date Notice Package as PDF files will be posted on the Grace Chapter 11 web site enabling all Claimants to download the Bar Date Notice For All Claims, the Bar Date Order, and all Proof of Claim Forms. The site will be listed with search engines and indexes.

There are approximately a dozen major English-language search engines and approximately 200 general and special-purpose search indexes.

A *search engine* (e.g., AltaVista) is a database of web pages with listings based on the contents of each page. Many search engines also run “spiders” that roam around the Internet from link to link looking for new pages.

A *search index* (e.g., Yahoo!) is a database or directory of web sites. A listing on an index depends on what information is submitted to the search index because unlike “spiders,” humans compile the listings. Many search services base their searches on others’ indexes but add value by categorizing and organizing the information in a certain way.

Among the search engines and indexes to be used to direct all Claimants to the Grace Chapter 11 web site are the following:

-AOL Search	-Inktomi
-Alta Vista	-LookSmart
-Ask Jeeves	-Lycos
-Direct Hit	-MSN Search
-Excite	-NBCi
-FAST Search	-Netscape Search
-Go/Infoseek	-Northern Light
-GoTo	-Open Directory
-Google	-Raging Search
-HotBot	-RealNames
-Iwon	-Yahoo!
-Inktomi	-WebTop
-LookSmart	
-Lycos	
-MSN Search	

TOLL-FREE TELEPHONE SUPPORT

All print and television advertising will direct the reader/viewer to call a toll-free telephone number in order to receive a Bar Date Notice Package and obtain information and instructions regarding filing proofs of claim. In addition to the toll-free number, the print advertising will provide the address of the Claims Agent and the Internet address as alternative contact mechanisms.

NOTICE FLOWCHART

This plan is based on a 120-day notification period.

	WEEKS																
VEHICLE	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
Direct Mail																	
Internet Web site																	
Press Release - PI																	
Television																	
Newspapers*																	
<i>National Geographic</i>																	
<i>National Newspapers</i>																	
<i>Newsweek</i>																	
<i>Parade</i> (1st Insertion)																	
<i>Parade</i> (2nd Insertion)																	
<i>Reader's Digest</i>																	
<i>TV Guide</i>																	
<i>USA Weekend</i>																	

REVISED ESTIMATED NOTICE PLAN BUDGET

In re W.R. Grace & Co., et al., Chapter 11, Case No: 01-01139 (JJF)

I. PAID MEDIA

UNITED STATES

A. PRINT

1. NATIONAL CONSUMER PUBLICATIONS

National Geographic

Newsweek

Reader's Digest

TV Guide

\$ 612,140.00

2. NEWSPAPER SUPPLEMENTS

Parade (2 Insertions)

USA Weekend

\$ 814,420.00

3. LOCAL NEWSPAPERS

Quarter-Page Ads In The Highest Circulation Editions

Insertions in 43 Newspapers Targeting Areas with
MK-3 sales; expanding plants and mines in the
United States.

\$ 367,000.00

4. NATIONAL NEWSPAPERS

New York Times (2 insertions)

USA Today (2 insertions)

Wall Street Journal (2 insertions)

\$ 269,160.00

5. TRADE PUBLICATIONS

Full-Page Ads (approximately 7" x 10")

One insertion in 25 professional trade publications to
provide notice to Property Claimants.

\$ 128,600.00

B. TELEVISION

1. NATIONAL NETWORK AND CABLE TELEVISION

314 TRP's Targeted to Men 65+; 210 TRP's
Targeted to Adults 35+. 3rd Quarter 2001.

\$ 2,545,440.00

C. U.S. TERRITORIES AND POSSESSIONS

1. NEWSPAPERS

Insertions in Six Newspapers Targeting United
States Territories and Possessions.

\$ 11,590.00

CANADA**A. PRINT****1. NATIONAL CONSUMER PUBLICATIONS***Reader's Digest- English & French Editions**Chatelaine- English & French Editions**Canadian Living- English & French Editions**Canadian Geographic*

\$ 103,182.00

2. NEWSPAPERS

(6" x 11") Ads In The Highest Circulation Editions

Insertions into the *National Post* and *Globe & Mail*, the two national newspapers in Canada.

\$ 26,369.10

Insertions into the 36 largest circulation newspapers in 11 Provinces.

\$ 108,371.60

B. TELEVISION**1. NATIONAL TELEVISION**

180 TRP's Targeted to Adults 35+.

\$ 327,152.00**TOTAL ESTIMATED PAID MEDIA EXPENSES**\$ 5,313,424.70**II. PRODUCTION AND DISTRIBUTION****A. PAID MEDIA PRODUCTION****1. PRINT PRODUCTION & DISTRIBUTION**

\$ 5,640.00

2. TELEVISION SPOT PRODUCTION & DISTRIBUTION

\$ 20,000.00

B. EARNED MEDIA**1. WIRE AND FEATURE SERVICES**

PRESS RELEASE

\$ 3,500.00

TOTAL ESTIMATED PRODUCTION EXPENSES\$ 29,140.00**III. MISCELLANEOUS EXPENSES****OUT OF POCKET EXPENSES THAT INCLUDE:**Courier, Duplicating, Overnight Delivery, Postage,
Telefax, Telephone, Translation, Travel, Etc.\$ 17,500.00**TOTAL ESTIMATED MISCELLANEOUS EXPENSES**\$ 17,500.00**IV. ESTIMATED TOTAL BUDGET**\$ 5,360,064.70

1. The advertising costs quoted are for 3rd quarter 2001. With a few adjustments, it is the original budget submitted. For purposes of consistency this budget is being used. However, it is likely that the print advertising will appear in 2002, therefore the overall print costs would increase by an estimated 5 to 8 percent. If the U.S. television advertising occurs in 2002, the costs would vary by quarter. For example, the highest quarter in 2002 is the 2nd quarter and would cost \$2,987,000. The Canadian television cost for 2002 would likely increase to approximately \$355,600, regardless of which quarter it runs.

\$355,600, regardless of which quarter it runs.

2. Upon receiving final ad copy, Kinsella Communications, Ltd. will negotiate final advertising rates. Advertising rates are set by the individual publications and are subject to change without notice. While the rates we have quoted are current, they are subject to change prior to the time an ad actually appears. We will make every effort to update any changes in the advertising rates we have quoted and to negotiate the best rates possible. .